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Counsel to the WAC 8 Noteholders

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re:)	Chapter 11
)	
WAYPOINT LEASING HOLDINGS LTD., <i>et</i>)	Case No. 18-13648 (SRB)
<i>al.</i> ,)	
)	
Debtors. ¹)	(Jointly Administered)
)	

**VERIFIED STATEMENT OF WAC 8 NOTEHOLDERS
PURSUANT TO BANKRUPTCY RULE 2019**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the WAC 8 Noteholders appearing in the chapter 11 cases of Waypoint Leasing Holdings, Ltd., *et al.*, (collectively, the “Debtors”) hereby submits this verified statement (the “Verified Statement”), and in support thereof states:

¹ A list of the Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, is annexed hereto as Exhibit A.

1. The WAC 8 Noteholders engaged Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) on June 14, 2018 to represent it in connection with the potential restructuring of the Debtors.

2. As of the date of this Verified Statement, Akin Gump represents only the WAC 8 Noteholders. Akin Gump does not represent or purport to represent any other entities in connection with the Debtors’ chapter 11 cases. Akin Gump does not represent the WAC 8 Noteholders as a “committee” (as such term is employed in the Bankruptcy Code and Bankruptcy Rules) and does not undertake to represent the interests of, and is not a fiduciary for, any creditor, party in interest, or other entity that has not signed a retention agreement with Akin Gump. In addition, the WAC 8 Noteholders do not represent or purport to represent any other entities in connection with the Debtors’ chapter 11 cases.

3. Akin Gump has been advised by the WAC 8 Noteholders that each WAC 8 Noteholder either holds claims or manages accounts that hold claims against the Debtors’ estates. In accordance with Bankruptcy Rule 2019, a list of the names, addresses and the “nature and amount of all disclosable economic interests” held in relation to the Debtors by each WAC 8 Noteholder as represented to Akin Gump is attached hereto as Schedule A.

4. The information set forth in Schedule A, which is based on information provided by the WAC 8 Noteholders to Akin Gump, is intended only to comply with Bankruptcy Rule 2019 and is not intended for any other purpose. Akin Gump does not make any representation regarding the validity, amount, allowance, or priority of such claims and reserves all rights with respect thereto. Akin Gump does not own, nor has Akin Gump ever owned, any claims against or interests in the Debtors except for claims for services rendered to the WAC 8 Noteholders.

5. Nothing contained in this Verified Statement (or Schedule A hereto) should be construed as a limitation upon, or waiver of any rights of any of the WAC 8 Noteholders to assert, file and/or amend its claim(s) in accordance with applicable law and any orders entered in these cases establishing procedures for filing proofs of claim.

6. Akin Gump reserves the right to amend or supplement this Verified Statement in accordance with the requirements set forth in Bankruptcy Rule 2019.

Dated: January 11, 2019

AKIN GUMP STRAUSS HAUER & FELD LLP

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Counsel to the WAC 8 Noteholders

SCHEDULE A

NAME	ADDRESS	NATURE AND AMOUNT OF DISCLOSABLE ECONOMIC INTEREST ²	
The Prudential Insurance Company of America	c/o Prudential Capital Group 655 Broad Street, Floor 16S Newark, NJ 07102	\$7,109,171.82	4.41% Series A Notes due October 15, 2022
		\$23,840,281.08	4.41% Series A Notes due October 15, 2022
The Prudential Insurance Company of America	c/o Prudential Capital Group 655 Broad Street, Floor 16S Newark, NJ 07102	€2,444,537.44	2.83625% Series B Notes due October 15, 2022
		€4,065,854.49	2.83625% Series B Notes due October 15, 2022
Prudential Retirement Insurance and Annuity Company	c/o Prudential Capital Group 655 Broad Street, Floor 16S Newark, NJ 07102	\$11,168,377.01	4.41% Series A Notes due October 15, 2022
Prudential Retirement Insurance and Annuity Company	c/o Prudential Capital Group 655 Broad Street, Floor 16S Newark, NJ 07102	€20,701,940.88	2.83625% Series B Notes due October 15, 2022
PRUCO Life Insurance Company	c/o Prudential Capital Group 655 Broad Street, Floor 16S Newark, NJ 07102	€7,994,366.00	2.83625% Series B Notes due October 15, 2022
Universal Prudential Arizona Reinsurance Term Company	c/o Prudential Capital Group 655 Broad Street, Floor 16S Newark, NJ 07102	\$5,562,732.25	4.41% Series A Notes due October 15, 2022
Prudential Retirement Guaranteed Cost Business Trust	c/o Prudential Capital Group 655 Broad Street, Floor 16S Newark, NJ 07102	€1,026,722.47	2.83625% Series B Notes due October 15, 2022
Prudential Legacy Insurance Company of New Jersey	c/o Prudential Capital Group 655 Broad Street, Floor 16S Newark, NJ 07102	€4,858,926.42	2.83625% Series B Notes due October 15, 2022
Massachusetts Mutual Life Insurance Company	1295 State Street Springfield, MA 01111	\$11,920,140.54	4.41% Series A Notes due October 15, 2022
		\$19,866,900.90	4.51% Series C Notes due October 15, 2022
The Northwestern Mutual Life Insurance Company	720 East Wisconsin Avenue Attn: Investment Operations Milwaukee, WI 53202	\$39,733,801.81	4.41% Series A Notes due October 15, 2022

² The amount listed in the Schedule A is the principal amount of the Notes outstanding as of the Petition Date, and does not include any other amounts which were due and owing as of the Petition Date or which may become due and owing, in each case as more particularly set forth in the WAC 8 Note Purchase Agreement dated as of July 29, 2015

EXHIBIT A

Debtor	Last 4 Digits of Tax ID Number	Debtor	Last 4 Digits of Tax ID Number
Waypoint Leasing Holdings Ltd.	2899	AE Helicopter (5) Limited	N/A
Waypoint Leasing (Luxembourg) S.à r.l.	7041	AE Helicopter (6) Limited	N/A
Waypoint Leasing (Ireland) Limited	6600	MSN 31141 Trust	N/A
Waypoint Asset Co 10 Limited	2503	MSN 31492 Trust	N/A
MSN 2826 Trust	N/A	MSN 36458 Trust	N/A
MSN 2879 Trust	N/A	MSN 760543 Trust	N/A
Waypoint Asset Co 11 Limited	3073	MSN 760551 Trust	N/A
MSN 2905 Trust	N/A	MSN 760581 Trust	N/A
Waypoint Asset Co 12 Limited	0541	MSN 760628 Trust	N/A
MSN 20042 Trust	N/A	MSN 760631 Trust	N/A
MSN 41202 Trust	N/A	MSN 760682 Trust	N/A
MSN 920280 Trust	N/A	MSN 920022 Trust	N/A
Waypoint Asset Co 1E Limited	6089	MSN 920062 Trust	N/A
Waypoint Asset Euro 1F Limited	7099	MSN 920125 Trust	N/A
MSN 20093 Trust	N/A	MSN 9229 AS	N/A
Waypoint Asset Malta 1A Limited	2966	Waypoint Asset Co 3A Limited	6687
Waypoint Leasing Singapore 1 Pte. Limited	2403	MSN 41371 Trust	N/A
Waypoint Leasing UK 1A Limited	2226	Waypoint Asset Euro 1A Limited	9804
Waypoint Asset Co 14 Limited	1585	MSN 4466 Trust	N/A
Waypoint Asset Co 15 Limited	1776	MSN 4469 Trust	N/A
Waypoint Asset Co 3 Limited	3471	MSN 6655 Trust	N/A

Debtor	Last 4 Digits of Tax ID Number	Debtor	Last 4 Digits of Tax ID Number
MSN 6658 Trust	N/A	Waypoint Asset Funding 6 LLC	4964
Waypoint 760626 Business Trust	N/A	Waypoint Asset Co 7 Limited	9689
MSN 7152 Trust	N/A	Waypoint Asset Euro 7A Limited	2406
MSN 7172 Trust	N/A	Waypoint Asset Co 8 Limited	2532
Waypoint Asset Funding 3 LLC	4960	MSN 31041 Trust	N/A
Waypoint Asset Malta Ltd	5348	MSN 31203 Trust	N/A
Waypoint Leasing Labuan 3A Limited	8120	MSN 31578 Trust	N/A
Waypoint Leasing UK 3A Limited	0702	MSN 760617 Trust	N/A
Waypoint Asset Co 4 Limited	0301	MSN 760624 Trust	N/A
Waypoint Asset Co 5 Limited	7128	MSN 760626 Trust	N/A
MSN 1251 Trust	N/A	MSN 760765 Trust	N/A
MSN 14786 Trust	N/A	MSN 920063 Trust	N/A
MSN 2047 Trust	N/A	MSN 920112 Trust	N/A
MSN 2057 Trust	N/A	Waypoint 206 Trust	N/A
Waypoint Asset Co 5B Limited	2242	Waypoint 407 Trust	N/A
Waypoint Leasing UK 5A Limited	1970	Waypoint Asset Euro 1B Limited	3512
Waypoint Asset Co 6 Limited	8790	Waypoint Asset Euro 1C Limited	1060
MSN 31042 Trust	N/A	MSN 20012 Trust	N/A
MSN 31295 Trust	N/A	MSN 20022 Trust	N/A
MSN 31308 Trust	N/A	MSN 20025 Trust	N/A
MSN 920119 Trust	N/A	MSN 920113 Trust	N/A

Debtor	Last 4 Digits of Tax ID Number	Debtor	Last 4 Digits of Tax ID Number
Waypoint Asset Funding 8 LLC	4776	Waypoint Asset Co Germany Limited	5557
Waypoint Leasing UK 8A Limited	2906	MSN 31046 Trust	N/A
Waypoint Leasing US 8A LLC	8080	MSN 41511 Trust	N/A
Waypoint Asset Co 9 Limited	6340	MSN 760608 Trust	N/A
MSN 20052 Trust	N/A	MSN 89007 Trust	N/A
MSN 31312 Trust	N/A	MSN 920141 Trust	N/A
MSN 41329 Trust	N/A	MSN 920152 Trust	N/A
MSN 760538 Trust	N/A	MSN 920153 Trust	N/A
MSN 760539 Trust	N/A	MSN 920273 Trust	N/A
MSN 760541 Trust	N/A	MSN 920281 Trust	N/A
MSN 760542 Trust	N/A	MSN 9205 Trust	N/A
Waypoint Asset Co 1B Limited	5795	MSN 9229 Trust	N/A
MSN 41272 Trust	N/A	Waypoint Asset Co 1A Limited	1208
Waypoint Asset Co 5A Limited	4148	Waypoint Leasing Labuan 1A Limited	2299
MSN 69052 Trust	N/A	Waypoint Asset Co 1C Limited	0827
Waypoint Asset Euro 9A Limited	2276	Waypoint Asset Co 1D Limited	7018
Waypoint Asset Euro 1E Limited	6050	Waypoint Asset Co 1F Limited	6345
Waypoint Leasing UK 9A Limited	5686	Waypoint Asset Co 1G Limited	6494
Waypoint Asset Sterling 9A Limited	1161	Waypoint Asset Co 1H Limited	7349
Waypoint Asset Company Number 1 (Ireland) Limited	6861	Waypoint Asset Co 1J Limited	7729
Waypoint Asset Euro 1D Limited	1360	MSN 20159 Trust	N/A

Debtor	Last 4 Digits of Tax ID Number	Debtor	Last 4 Digits of Tax ID Number
Waypoint Asset Co 1L Limited	2360	MSN 31431 Trust	N/A
Waypoint Asset Co 1M Limited	5855	MSN 760734 Trust	N/A
Waypoint Asset Co 1N Limited	3701	MSN 920024 Trust	N/A
Waypoint Asset Euro 1G Limited	4786	MSN 920030 Trust	N/A
Waypoint Asset Funding 1 LLC	7392	Waypoint Asset Funding 2 LLC	7783
Waypoint Leasing UK 1B Limited	0592	Waypoint Asset Co 1K Limited	2087
Waypoint Leasing UK 1C Limited	0840	Waypoint Leasing Services LLC	8965
Waypoint Asset Company Number 2 (Ireland) Limited	7847	Waypoint Leasing (Luxembourg) Euro S.à r.l.	8928
Waypoint 2916 Business Trust	N/A		